

**489.801 Governing law.**

1. Subject to sections [489.14402](#) and [489.14404](#), the law of the state or other jurisdiction under which a foreign limited liability company is formed governs all of the following:

- a. The internal affairs of the company.
- b. The liability of a member as member and a manager as manager for the debts, obligations, or other liabilities of the company.

2. A foreign limited liability company shall not be denied a certificate of authority by reason of any difference between the law of the jurisdiction under which the company is formed and the law of this state.

3. A certificate of authority does not authorize a foreign limited liability company to engage in any business or exercise any power that a limited liability company shall not engage in or exercise in this state.

[2008 Acts, ch 1162, §57, 155](#); [2019 Acts, ch 26, §45, 53](#)